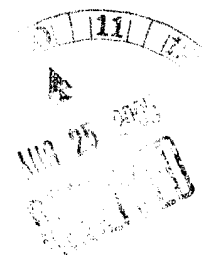


OSTER  
Researching Services

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Phone: 301-253-6040  
Fax: 301-253-6040  
maryannoster@adelphia.net

August 25, 2005



Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

RECORDATION NO. 25795-A FILED

AUG 25 '05 12:10 PM

Dear Sir:

**SURFACE TRANSPORTATION BOARD**

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 8/19/05 including the following parties and railroad equipment:

Assignor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 700  
Minneapolis, MN 55402

Equipment: 90, Railcars  
AEPX 80001-80090

Please record this agreement as a secondary document to the Memorandum of Schedule #1 dated 4/15/05, STB Recordation #\_\_\_\_\_. The filing fee of \$33 is enclosed. Thank you.

Summary: Memorandum of Assignment Agreement 8/19/05 between Midwest Railcar Corporation as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including 90 Railcars marked AEPX 80001-80090, a secondary document.

Sincerely,

Mary Ann Oster  
Research Consultant

Enclosure

AUG 25 '05 12:10 PM

MEMORANDUM OF  
ASSIGNMENT AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 19th day of August, by and between Midwest Railcar Corporation an Illinois corporation, ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

## WITNESSETH

1. Assignor has agreed to assign to Assignee that certain Schedule I to Master Lease Agreement dated April 15, 2005, between Assignor, as Lessor and Ohio Power Company, as Lessee for the Ninety (90) railcars bearing the railroad reporting markings set forth on Schedule A hereto.
2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of August 19, 2005.

Midwest Railcar Corporation

Wells Fargo Equipment Finance, Inc.

By: Its: Executive Vice PresidentBy: Its: J.P.

STATE OF MINNESOTA  
COUNTY OF HENNEPIN

On this 22<sup>nd</sup> day of August, 2005 before me personally appeared,  
Jacqueline P Burragan to me personally known, who being by me duly sworn, says  
that s/he is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that  
said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.



Patti H. DeYoung  
Notary Public

My commission expires: 1/31/2010

STATE OF Maryland  
COUNTY OF Baltimore

On this 19 day of August, 2005 before me personally appeared,  
Richard M. Folio to me personally known, who being by me duly sworn, says that s/he  
is the EVP of Midwest Railcar Corporation, a (n) Illinois corporation, that said  
instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.

[Seal]

[Signature]  
Notary Public

My commission expires: 7/29/07

**EXHIBIT A**

## Description of Railcars:

Ninety (90) Railcars with the  
following Car Marks and  
Numbers:

AEPX	80001
AEPX	80002
AEPX	80003
AEPX	80004
AEPX	80005
AEPX	80006
AEPX	80007
AEPX	80008
AEPX	80009
AEPX	80010
AEPX	80011
AEPX	80012
AEPX	80013
AEPX	80014
AEPX	80015
AEPX	80016
AEPX	80017
AEPX	80018
AEPX	80019
AEPX	80020
AEPX	80021
AEPX	80022
AEPX	80023
AEPX	80024
AEPX	80025
AEPX	80026
AEPX	80027
AEPX	80028
AEPX	80029
AEPX	80030
AEPX	80031
AEPX	80032
AEPX	80033
AEPX	80034
AEPX	80035
AEPX	80036
AEPX	80037
AEPX	80038
AEPX	80039
AEPX	80040

AEPX	80041
AEPX	80042
AEPX	80043
AEPX	80044
AEPX	80045
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AEPX	80082
AEPX	80083
AEPX	80084
AEPX	80085
AEPX	80086
AEPX	80087
AEPX	80088

AEPX	80089
AEPX	80090